RECEIVED FORM D 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4 (6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION Approval

OMB Number:

3235-0076

Expires: May 31, 2005

Estimated average burden

hours per response



Name of Offering (check if this is an amendment and name has changed, and indicate cha	nge.)
Sale of Convertible Debentures	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ S	ection 4(6) 🔯 ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION D	ATA
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	ge.)
New Day Farms, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
c/o Ed Huling, 10124 Parkwood Terrace, Bethesda, MD 20814	703-651-3708
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	I PROCESSED
Brief Description of Business Growing organic vegetables and companion crops	
Oroming organic regulation and companion crops	MAR 1 9 2007
	MAIL 1 0 2001
Type of Business Organization	
corporation limited partnership, already formed	🖸 other (please specify): THOMSON
business trust limited partnership, to be formed	Limited Liability CompanANCIAL
Month	Year
Actual or Estimated Date of Incorporation or Organization:	42
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation)	on for State;
CN for Canada; FN for other foreign jurisdiction	
CENEDAL INSTRUCTIONS	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 19/2 (2/99) 1 of 8

2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Executive Officer Director ■ General and/or Beneficial Owner Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Ed Huling Business or Residence Address (Number and Street, City, State, Zip Code) 10124 Parkwood Terrace, Bethesda, MD 20814 Promoter Beneficial Owner x Executive Officer Director ☑ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Ronald Muller Business or Residence Address (Number and Street, City, State, Zip Code) 1200 N. Nash Street, Apt 1155, Arlington, VA 22209 Check Box(es) that Apply: ☐ Promoter Beneficial Owner x Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Chad Ledgett Business or Residence Address (Number and Street, City, State, Zip Code) 2200 Dry Creek Rd, Healdsburg, CA 95448 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A BASICIDENTIFICATION DATA

A BASICIDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter Beneficial Owner ☐ Director Check Box(es) that Apply: Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter ☐ Director Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer ☐ Director

General and/or
Managing Partner

☐ Beneficial Owner

(Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

Business or Residence Address

Full Name (Last name first, if individual)

Promoter

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stat	te or states,	list the nar	ne of the b	roker or de	aler. If mo	re than fiv	e (5) perso	ns to be list	ed are asso			
	h a broker				informati	on for that	broker or	dealer only	<i>!</i>	 .	· · · · · · · · · · · · · · · · · · ·	
Full Nam	ie (Last nai	me first, if	individual)								
												
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Name of	Associated	i Broker or	Dealer									
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

COFTERING PRICE; NUMBER OF INVESTORS; EXPENSES AND USE	OFPROCEEDS :	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is none or zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	S	\$
Equity	ς.	\$
☐ Common ☐ Preferred	<u></u>	<u> </u>
Convertible Securities (including warrants)	\$ 200,000	\$50,000
Partnership Interests	\$	
Other ()	\$	
Total		\$
Answer also in Appendix, Column 3, if filing under ULOE.	-	· · · · · · · · · · · · · · · · · · ·
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none or zero."		Aggregate
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$50,000
Non-accredited Investors		s
Total (for filings under Rule 504 only)		s
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		S
Rule 504		S
Total		S
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$ 0.00
Printing and Engraving Costs		\$ 0.00
Legal Fees	x	\$1000.00
Accounting Fees		\$ 0.00
Engineering Fees		\$ 0.00
Sales Commissions (specify finders' fees separately)		S 0.00
Other Expenses (identify)		\$ 0.00
Total		\$1000.00

I and total expenses furnished in re	aggregate offering price given in response to Part C esponse to Part C - Question 4.a. This difference is the	e "adjusted	S.	199,000.0)0
for each of the purposes shown. If the check the box to the left of the esti	djusted gross proceeds to the issuer used or proposed the amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal the in response to Part C - Question 4.b above.	stimate and			
			Payments to Officers, Directors, & Affiliates	P	ayments To Others
Salaries and fees		🗆 s_		□ <u>\$</u>	·
Purchase of real estate		🗆 s_	· · · · · · · · · · · · · · · · · · ·	s	
Purchase, rental or leasing and	d installation of machinery and equipment	🗆 s_		□ s	
Construction or leasing of plan	nt buildings and facilities	🗆 s_		□s <u></u>	
offering that may be used in e	es (including the value of securities involved in this exchange for the assets or securities of another	. 🗆 s		□ s	
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The issuer has duly caused this notice to	D. FEDERAL SIGNATURE to be signed by the undersigned duly authorized person.	. If this notic	e is filed under	Rule 505.	, the following
signature constitutes an undertaking by the information furnished by the issuer	y the issuer to furnish to the U.S. Securities and Exchant to any non-accredited investor pursuant to paragraph	ange Comm	ission, upon wri tule 502.	itten reque	est of its staff,
Issuer (Print or Type)	Signature		Date 2/1/	2007	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	· · · · · · · · · · · · · · · · · · ·	3/1/	2007	
Ed Huling	CEO				
Intentional misstatem	ATTENTION ————————————————————————————————————	violations (See 18 11 S.C. 1		

C OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS.

	E. STATE SIGNATURE			
	262 presently subject to any of the disqualifi	-	Yes No	
See Appe	ndix, Column 5, for state response.			
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state s required by state law.	in which this notice is	filed, a notice of	on
3. The undersigned issuer hereby undertakes issuer to offerees.	to furnish to the state administrators, upon writt	en request, information	furnished by th	he
Limited Offering Exemption (ULOE) of	issuer is familiar with the conditions that must left the state in which this notice is filed and unen of establishing that these conditions have been	derstands that the issu		
The issuer has read this notification and know undersigned duly authorized person.	s the contents to be true and has duly caused this	notice to be signed on it	s behalf by the	
Issuer (Print or Type)	Signature	Date		
New Day Farms, LLC		3/1/2007		
Name of Signer (Print or Type) Ed Huling	Title of Signer (Print or Type) CEO			

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					APPENDIX					
1	Intend to a	to sell	3 Type of Security and aggregate offering price		4 Type of investor and					
	St	ate -Item 1)	offered in state (Part C-Item 1)		amount pur	rchased in State C-Item 2)		explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Convertible Debentures	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL			\$		5		5	<u> </u>	ļ,	
AK_			\$		5		\$			
AZ			\$		\$		\$	ļ <u>.</u>		
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DE			\$		\$		\$	<u> </u>		
DC			\$	·	\$		\$			
FL	<u> </u>		\$		5		\$			
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HI			S		5		5			
ID			\$		\$		\$			
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KY			S		\$		\$			
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MN			S		5		\$	-		
MS			5		\$		5			
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					APPENDIX						
1	Intend to r accre inves	to sell non- dited tors in ate -Item 1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Convertible Debentures	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МТ			\$		\$	·	5				
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NV			\$		5		\$				
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NY			\$		\$		3				
NC			\$		5		\$				
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VT			\$		\$		S				
VA			s		5						
WA			S		\$		\$				
wv			\$		5		5				
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